

16.00

CERTIFICATE

IN THE RECORDS OF
JEFFREY K. BARTON
CLERK CIRCUIT COURT
INDIAN RIVER CO., FLA.

THIS IS TO CERTIFY that the attached writing is a true copy of a Resolution amending the By-Laws of CALEDON SHORES CONDOMINIUM ASSOCIATION, INC., said By-Laws also being a part of the Declaration of Condominium of CALEDON SHORES, a Condominium, attached as Exhibit No. 3 to said Declaration of Condominium recorded in Official Record Book 620, Page 186, of the Public Records of Indian River County, Florida, which Resolution was duly adopted by an affirmative vote of more than two-thirds of the total membership of Caledon Shores Condominium Association, Inc., at the annual meeting of said Association held on February 14, 1994, in accordance with the By-Laws and the Declaration of Condominium, and that the adoption of the Resolution appears upon the minutes of the above mentioned meeting and is unrevoked.

EXECUTED at Vero Beach, Florida, this 9th day of December, 1994.

WITNESSES:

CALEDON SHORES CONDOMINIUM
ASSOCIATION, INC..

Kenneth Earnheart
KENNETH EARNHEART
As to Corporate Officers
John J. McHugh, Jr.

BY: Robert Wopar President
Attest: Donald J. Dunmyer Asst. Secretary
Donald Dunmyer

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ROBERT WOPAR, and Donald Dunmyer, known to me to be the President and the Secretary, respectively, of the corporation named in the foregoing certificate, and they acknowledged executing the same freely and voluntarily and under the authority duly vested in them by said corporation, and who are personally known to me.

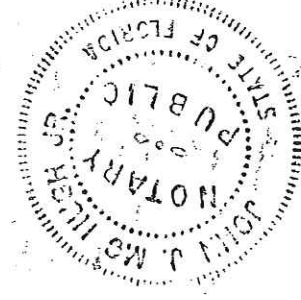
WITNESS my hand and official seal in the State and County last aforesaid, this 9th day of December, 1994.

My Commission Expires:
[SEAL]

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 14, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Notary Public for the State
of Florida at Large

John J. McHugh, Jr.



This Document Prepared By:
John Joseph McHugh, Jr.
Attorney At Law
333 17th Street, Suite U
Vero Beach, Florida 32960

OR 1041 PG 2814

RESOLVED, that the BY-LAWS OF CALEDON SHORES CONDOMINIUM ASSOCIATION, INC., ARTICLE III.-DIRECTORS AND OFFICERS, paragraph A. is amended as follows:

(Additions indicated by underline; deletions by —)

ARTICLE III . - DIRECTORS AND OFFICERS

A. Directors

1. The affairs of the corporation shall be managed by a Board of Directors composed of 5 persons (except as to the first Board of Directors whose members are designated in the Articles of Incorporation, and who shall serve until the first annual meeting or until their successors are elected and shall qualify).

2. Directors shall be elected by the members at the annual meeting of members and shall hold office until their successors are elected and shall qualify.

~~At least fourteen (14) days before the annual meeting, a complete list of members entitled to vote at such election, together with the residence of each, shall be prepared by the Secretary. Such list shall be open at the office of the corporation for fourteen (14) days prior to the election for the examination of every member and shall be produced and kept at the time and place of election, subject to the inspection of any member who may be present.~~

~~At the first annual meeting of the members, directors shall be elected for a term of one (1) year.~~

~~Directors shall be elected as follows:~~

~~Nominations shall be from the floor at the annual membership meeting, and a vote shall be had by written ballot. The 5 persons receiving the highest number of votes shall be declared elected.~~

~~At least a majority of the directors shall be members of the corporation, except these persons designated as the first Board of Directors by the Articles of Incorporation, and except for members elected or appointed by the developer or successor developer in accordance with Article XV hereof.~~

~~No director shall receive or be entitled to any compensation for his services as director, but shall be entitled to reimbursement for all expenses sustained by him as such, if incurred upon the authorization of the Board.~~

As amended:

ARTICLE III. - DIRECTORS AND OFFICERS

A. Directors

1. The affairs of the corporation shall be managed by a Board of Directors composed of 5 persons (in 1995 the membership will elect two members for 1 year and three members for two years. Thereafter the length of the terms will be two years).

2. Directors shall be elected by the members at the annual meeting of members and shall hold office until their successors are elected and shall qualify.

3. The members of the board of directors, shall be elected by written ballot or voting machine. Proxies shall in no event be used in electing the board of directors, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise, unless otherwise provided in chapter 718, Florida Statutes. Not less than 60 days before a scheduled election, the association shall mail or deliver, whether by separate association mailing or include in another association mailing or delivery including regularly published newsletters, to each owner entitled to vote, a first notice of the date of the election. The board shall hold a meeting within 5 days after the deadline for a candidate to provide notice to the association of intent to run. At this meeting, the board shall accept additional nominations. Any unit owner or other eligible person may nominate himself or may nominate another unit owner or eligible person, if he has permission in writing to nominate the other person. Any unit owner or other eligible person desiring to be a candidate for the board of directors must give written notice to the association not less than 40 days before a scheduled election. Not less than 30 days before the election, the association shall mail or deliver a second notice of the election to all unit owners entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the association shall include an information sheet, no larger than 8 1/2 inches by 11 inches which must be furnished by the candidate not less than 35 days before the election, to be included with the mailing of the ballot, with the cost of mailing and copying to be borne by the association. However, the association has no liability for the contents of the information sheets prepared by the candidates. The Division of Florida Land Sales, Condominium and Mobile Homes, Bureau of Condominium, shall by rule establish voting procedures consistent with the provisions contained herein, including rules providing for the secrecy of ballots. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirements; however, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election of members of the board of directors. No unit owner shall permit any other person to vote his ballot, and any such ballots improperly cast shall be deemed invalid. A unit owner who needs assistance in casting the ballot for the reasons stated in Florida Statutes, S.101.051 may obtain assistance in casting the ballot. Any unit owner violating this provision may be fined by the association in accordance with Florida Statutes, S.718.303. The regular election shall occur on the date of the annual meeting. Notwithstanding the provisions of this subparagraph, an election and balloting are not required unless more candidates file notices of intent to run or are nominated than vacancies exist on the board.

No director shall receive or be entitled to any compensation for his services as director, but shall be entitled to reimbursement for all expenses sustained by him as such, if incurred upon the authorization of the Board.

NO CHANGES HAVE BEEN MADE TO SECTIONS B., C., AND D. OF ARTICLE III IN THE BY-LAWS OF CALEDON SHORES CONDOMINIUM ASSOCIATION, INC.